



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604
312/427-4900

REGISTRATION NO. 7560-14
APR 11 1984 1 25 PM
INTERSTATE COMMERCE COMMISSION
April 9, 1984
No. 4-102A024
Date APR 11 1984
Fee \$ 10.00
ICC Washington, D. C.

Mr. Jim Baine
Acting Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series I, Supplement No. 6,
dated March 15, 1984

Dear Acting Secretary:

Enclosed herewith please find an original and one (1) counterpart of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 6 dated as of March 15, 1984, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of July 1, 1974.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 7560.

The names and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, IL 60604

The Trustee, as Trustee and Lessor:

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, IL 60690

The equipment covered by Equipment Trust Agreement, Series I, is described on Exhibit 1.

RECEIVED
APR 11 1 29 PM '84
I.C.C.
FEE OPERATING 10.00

Interstate Commerce Commission
Page Two
April 9, 1984

For the convenience of the parties, I have enclosed five (5) additional counterparts of the supplement, which I should like to have returned to me bearing the recordation information.

A check in the amount of \$10 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,



Gus Svolos
Vice President-Law

JQG/LBM/mj

Enclosures

EQUIPMENT TRUST, SERIES I

SCHEDULE A

Quantity	Type	Estimated Cost	
		Per Unit	Total
500	52'6" 70-ton insulated box cars with roller bearing trucks, Pacific Car and Foundry Company, builder; numbered 324300 to 324799, both inclusive ...	\$ 32,300	\$16,150,000
100	50'6" 100-ton hi-cube box cars with roller bearing trucks, Pullman Incorporated (Pullman-Standard division), builder; numbered 43900 to 43999, both inclusive	31,300	3,130,000
125	20,800 gal. capacity 70-ton tank cars, Richmond Tank Car Company, builder; numbered 98400 to 98524, both inclusive	20,000	2,500,000
200	50'6" 100-ton box cars with roller bearing trucks, ACF Industries, Inc., builder; numbered 501500 to 501699, both inclusive	26,000	5,200,000
22	50' 100-ton hi-roof box cars with roller bearing trucks, Pullman Incorporated (Pullman-Standard division), builder; numbered 37340 to 37361, both inclusive	53,000	1,166,000
35	60' 100-ton insulated box cars with roller bearing trucks, Pacific Car and Foundry Company, builder; numbered 625323 to 625339, both inclusive ...	40,800	1,428,000
160	89'4" 55-ton Snapac flat cars with roller bearing trucks, Whitehead and Kales Company, builder; numbered 700000 to 700159, both inclusive	52,800	8,448,000
11	Model U-36-C diesel electric locomotives, General Electric Company, builder; numbered 5763 to 5773, both inclusive	406,000	4,466,000
400	89'4" 70-ton Flat Cars with roller bearing trucks, Bethlehem Steel Corporation, builder; numbered 291513, 291570, 291631, 291642, 291747, 291803, 291818, 291819, 291826, 291860, and 296178 to 2965567 (390 cars)	30,000	12,000,000
20	4180 cu. ft. capacity "Airsline" Covered Hopper Cars with roller bearing trucks (class Ga-194), General American Transportation Corporation, builder; numbered 310335 to 310574, both inclusive	38,000	760,000
5	50-ton Cabooses with roller bearing trucks (Class Ca-8), International Car Company, builder; numbered 999738 to 999742, both inclusive ..	51,073	255,365
11	100-ton Cement Hopper Cars, Greenville Steel Car Company, builder; numbered 350300 to 350310, both inclusive	37,650	414,150
8	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, builder; numbered 1903 to 1910, both inclusive	35,072	280,576
Total			<u>\$56,198,091</u>

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES I

RECORDATION NO. 7560-15
APR 11 1984 - 1 25 PM
Filed 1425

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 6, dated as of March 15, 1984, to the Equipment Trust Agreement, dated as of July 1, 1974, as amended (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation (the "Company"), and Harris Trust and Savings Bank, an Illinois corporation (the "Trustee"), whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series I, is created.

WHEREAS, the Company desires to cause the additional equipment described below to be acquired by the Trustee; and

WHEREAS, Sections 3.1 and 4.2 of the Agreement provide for acquisitions of such additional equipment upon the terms therein set forth;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Parties hereto agree as follows:

1. In accordance with Section 4.2 of the Agreement, the Company shall cause the following items of new standard gauge railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all of the Company's rights, titles and interests in the Additional Equipment to be acquired:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
8	Enclosed Tri-level Auto Racks (TL-10), Thrall Car Manufacturing Company, Builder, Nos. 1903 to 1910, both inclusive	\$35,072	\$280,576

2. In accordance with Sections 3.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as a part of the Trust Equipment, subject to all terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A, reflecting the additional equipment to be included in the Agreement. A copy of the revised Schedule A is attached hereto as Exhibit 1.

4. In accordance with Sections 4.6 and 6.4 of the Agreement, the Company shall cause this Supplement to be filed in the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

IN WITNESS WHEREOF, the Company and the Trustee have caused the Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

ATTEST:

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

C. M. McGovern
Assistant Secretary

By *A. G. Ruegg*
Executive Vice President

ATTEST:

HARRIS TRUST AND SAVINGS BANK,
as Trustee

C. H. Allen
Assistant Secretary

By *R. S. Mason*
Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 5th day of April 1984 before me personally appeared D. G. Ruegg to me personally known, who, being by me duly sworn, says that he is Executive Vice President of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

K. A. Rozy
Notary Public

(Notarial Seal)

My Commission Expires My Commission Expires May 19, 1987

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 6th day of April 1984 before me personally appeared R. G. Mason, to me personally known, who, being by me duly sworn, says that he is Vice President of HARRIS TRUST AND SAVINGS BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

J. Bartol
Notary Public

(Notarial Seal)

My Commission Expires DECEMBER 2, 1985

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35	60' 100-ton insulated box cars with roller bearing trucks, Pacific Car and Foundry Company, builder; numbered 625325 to 625359, both inclusive . . .	40,800	1,428,000
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